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RECORDATION NO. 23669 FILED  
SEP 26 '01 10:57 AM  
SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

September 25, 2001

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of September 25, 2000. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

General Electric Railcar Services, Inc.  
161 North Clark Street  
Chicago, IL 60601

Lessee:

Pacer International, Inc.  
2300 Clayton Road, Suite 1200  
Concord, CA 94520-2100

A description of the equipment covered by the Memorandum of Lease Agreement consists of 51 intermodal cars numbered BRAN 7250-7300, inclusive.

BALL JANIK LLP

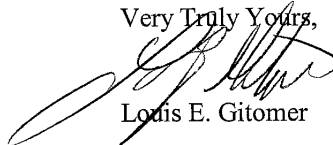
Honorable Vernon A. Williams  
September 25, 2001  
Page 2

A fee of \$ 28.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between General Electric Railcar Services, Inc., 161 North Clark Street, Chicago, IL 60601, and Pacer International, Inc., 2300 Clayton Road, Suite 1200, Concord, CA 94520-2100, covering 51 intermodal cars numbered BRAN 7250-7300, inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "L. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 23669 **FILED**

SEP 26 '01 19-87

MEMORANDUM OF LEASE AGREEMENT

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE AGREEMENT ("Memorandum") is made and entered into as of September 25, 2001, by and between GENERAL ELECTRIC RAILCAR SERVICES, INC., its successors and assigns ("Lessor"), and PACER INTERNATIONAL, INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, pursuant to the terms of that certain Railcar Lease Agreement dated as of September 25, 2001, and Equipment Schedule No. 1 thereto dated as of September 25, 2001 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee, those certain railcars described on Schedule A attached hereto and more fully described in the Lease.
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum.

[signature page to follow]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

GENERAL ELECTRIC RAILCAR SERVICES, INC.

By: 

Name: MARK F. MILNER

Title: EXECUTIVE VICE PRESIDENT

PACER INTERNATIONAL INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_


Title: \_\_\_\_\_

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

GENERAL ELECTRIC RAILCAR SERVICES, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

PACER INTERNATIONAL INC.

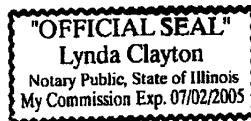
By:   
Name: Joseph B. Doherty  
Title: Treasurer

STATE OF Illinois )  
COUNTY OF Cook ) SS.

On this 21<sup>st</sup> day of September, 2000, before me appeared Mark F. Miller  
person who signed this instrument, who acknowledged that he/she is the  
Executive Vice President GENERAL ELECTRIC RAILCAR SERVICES, INC. and that,  
being duly authorized he/she signed such instrument as a free act on behalf of said corporation.

Lynda Clayton  
Notary Public

[SEAL]



My Commission expires:

7/2/2005

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) SS.

On this \_\_\_\_\_ day of September, 2000, before me appeared \_\_\_\_\_,  
person who signed this instrument, who acknowledged that he/she is the  
\_\_\_\_\_ of PACER INTERNATIONAL, INC. and that, being duly authorized  
he/she signed such instrument as a free act on behalf of said corporation.

\_\_\_\_\_  
Notary Public

[SEAL]

My Commission expires:

\_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of September, 2000, before me appeared \_\_\_\_\_,  
person who signed this instrument, who acknowledged that he/she is the  
\_\_\_\_\_ of GENERAL ELECTRIC RAILCAR SERVICES, INC. and that,  
being duly authorized he/she signed such instrument as a free act on behalf of said corporation.

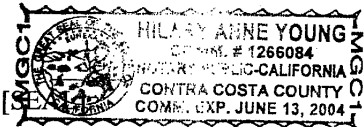
\_\_\_\_\_  
Notary Public

[SEAL]

My Commission expires:  
\_\_\_\_\_

STATE OF California )  
 ) SS.  
COUNTY OF Contra Costa )

On this 21<sup>st</sup> day of September, 2000, before me appeared J.B. Doherty,  
person who signed this instrument, who acknowledged that he/she is the  
Treasurer of PACER INTERNATIONAL, INC. and that, being duly authorized  
he/she signed such instrument as a free act on behalf of said corporation.



Hilary Anne Young  
Notary Public

My Commission expires:

June 13, 2004

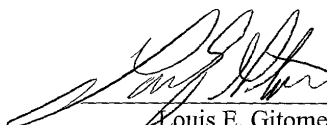
## **SCHEDULE A**

**Description of Cars:** Fifty-one (51) Intermodal Cars bearing reporting marks:  
BRAN 7250 through 7300, inclusive



### CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of September 25, 2001 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

  
\_\_\_\_\_  
Louis E. Gitomer  
September 25, 2001